Amendments to the Specification:

Please replace the paragraph beginning at page 41, line 22 with the following redlined paragraph:

(Amended) Fluorescence enzyme assays detecting the activity of the compounds of Formula I utilizing the recombinant ICE and CPP32 enzymes are performed essentially according to Thornberry *et al.* (*Nature*, 356:768:774 (1992)) and Nicholson *et al.* (*Nature*, 376:37-43 (1995)) respectively, (herein incorporated by reference) in 96 well microtiter plates. The substrate is Acetyl-Tyr-Val-Ala-Asp-amino-4-methylcoumarin (SEQ ID NO: 1) (AMC) for the ICE assay and Acetyl-Asp-Glu-Val-Asp-amino-4-methylcoumarin (SEQ ID NO: 2) for the CPP32, Mch2, Mch3 and Mch5 assays. Enzyme reactions are run in ICE buffer (25 mM HEPES, 1 mM EDTA, 0.1% CHAPS, 10% sucrose, pH 7.5) containing 2 mM DTT at room temperature in duplicate. The assays are performed by mixing the following components:

Please replace the paragraph beginning at page 43, line 8 with the following redlined paragraph:

(Amended) The above equations are used to determine the K_i and k_3 values of a given inhibitor bound to a ICE/ced-3 family protease. Thus, a continuous assay is run for sixty minutes at various concentrations of the inhibitor and the substrate. The assay is formulated essentially the same as described above for generating the data in Table 1, except that the reaction is initiated by adding the enzyme to the substrate-inhibitor mixture. The K_i and k_3 values are obtained by simulating the product AMC formation as a function of time according to Equation 1.

Please replace the paragraph beginning at page 53, line 17 with the following redlined paragraph:

(Amended) Starting with (3S)-3-[N-(N'-(1-naphthyl)oxamyl)valinyl]amino-5-bromo-4-oxopentanoic acid tert-butyl ester (see Example 4, Part F) and following the methods described in Example 4, Parts G through H, the compounds shown below in Table 13 were also prepared:

Please replace the paragraph beginning at page 61, line 23 with the following redlined paragraph:

(Amended) Starting with (3S)-3-[N-(N'-(1-naphthyl)oxamyl)leucinyl]amino-5-bromo-4-oxopentanoic acid tert-butyl ester (see Example 23, Part B) and following the methods described in Example 23, Parts C through D, the compounds shown below in Table 24 were also prepared:

Table 24

Please replace the paragraph beginning at page 62, line 5 with the following redlined paragraph:

(Amended) Following the general methods described in Example 4, Parts A through H substituting (N-benzyloxycarbonyl)alanine for (N-benzyloxycarbonyl)valine in Part A, the appropriate oxamic acid for N-(1-naphthyl)oxamic acid in Part C, and the appropriate acid or phenol for 2,6-dichlorobenzoic acid in Part G, the compounds shown below in Table 35 were also prepared:

Table 35

Please replace the paragraph beginning at page 69, line 13 with the following redlined paragraph:

(Amended) Starting with (3S,4RS)-3-(valinyl)amino-5-(2',3',5',6'-tetrafluorophenoxy)-4-hydroxypentanoic acid tert-butyl ester (see Example 78, Part E) and following the methods described in Example 78, Parts F through H, the compounds shown below in Table 46 were also prepared:

Please replace the paragraph beginning at page 74, line 24 with the following redlined paragraph:

(Amended) Starting with (3S,4RS)-3-(alaninyl)amino-5-(2',3',5',6'-tetrafluorophenoxy)-4-hydroxypentanoic acid tert-butyl ester (see Example 79, Part B) and following the methods described in Example 79, Parts C through E, the compounds shown below in Table <u>5</u>7 were also prepared:

Table 57

Please replace the paragraph beginning at page 81, line 12 with the following redlined paragraph:

(Amended) Starting with (3S,4RS)-3-[cyclohexylalaninyl]amino-5-(2',3',5',6'-tetrafluoro-phenoxy)-4-hydroxypentanoic acid tert-butyl ester (see Example 178, Part D) and following the methods described in Example 178, Parts E through G, the compounds shown below in Table <u>68</u> were also prepared:

Table 68

Please replace the paragraph beginning at page 83, line 23 with the following redlined paragraph:

(Amended) Starting with [(N-benzyloxycarbonyl)cyclohexyl-alaninyl]aspartic acid, β -tert-butyl, α -methyl ester (see Example 182, Part B), and following the general methods described in Example 4, Parts B through H, the compounds shown below in Table 79 were also prepared:

Please replace the paragraph beginning at page 91, line 2 with the following redlined paragraph:

(Amended) Starting from (3S,4RS)-3-amino-5-(2',3',5',6'-tetrafluorophenoxy)-4-hydroxy-pentanoic acid tert-butyl ester (see Example 178, Part C) and following the general methods described in Example 192, Parts A through E, the compounds shown below in Table 810 were also prepared:

<u>Table 810</u>

Please replace the paragraph beginning at page 101, line 5 with the following redlined paragraph:

(Amended) Starting with (3S)-3-[N-(9-fluorenylmethoxycabonyl)valinyl]amino-4-oxobutanoic acid (tert-butyl) ester semicarbazonyl-4-[2'-(4-ethyl-phenoxyacetyl)] aminomethylpolystrene (see Example 204, Part A) and following the methods described in Example 204, Part B, the compounds shown below in Table <u>9</u>11 were also prepared:

<u>Table 911</u>

Please replace the paragraph beginning at page 120, line 14 with the following redlined paragraph:

(Amended) Starting with (3S)-3-[N-(9-fluorenylmethoxycarbonyl)alanyl]amino-4-oxobutanoic acid (tert-butyl) ester semicarbazonyl-4[2'-(4-ethyl-phenoxyacetyl)] aminomethylpolystene (see Example 204, Part A) and following the methods described in Example 204, Part B, or by the procedures set forth in Examples 220-225, the compounds shown below in Table 1012 were prepared:

Please replace the last paragraph on page 122 with the following redlined paragraph:

(Amended) By the procedures disclosed in Examples 226-312, but starting with the corresponding tertiary amine, the compounds shown below in Table 1143 were also prepared:

<u>Table 11</u>13

Please replace the paragraph beginning on page 123, line 6 with the following redlined paragraph:

(Amended) By the procedures disclosed in Examples 22, but starting with 2-(9H-fluoren-9ylmethoxycarbonylamino)-succinic acid 4-tert-butylester and the appropriate alcohol, the compounds shown below in Table <u>12A14A</u> were also made:

<u>Table 12A14A</u>

Please replace the paragraph beginning on page 124, line 3 with the following redlined paragraph:

(Amended) By the above procedures, the compounds listed in Table <u>12B14B</u> may also be made:

<u>Table 12B</u>14A

Please replace the last paragraph on page 125 with the following redlined paragraph:

(Amended) By the procedurees disclosed in Examples 193-200, but starting with (N-9-fluorenylmethoxycarbonyl)-tert-butyl glycine, the compounds shown below in Table 1315 were made:

<u>Table 1315</u>

Please replace the paragraph beginning on page 126, line 5 with the following redlined paragraph:

(Amended) By the procedures disclosed in Examples 5-21, but starting with the appropriate amino acid and oxamic acid, the compounds shown in Table <u>1416</u> were also made:

<u>Table 1416</u>

Please replace the last paragraph on page 127 with the following redlined paragraph:

(Amended) By the procedures disclosed in Example 126, but starting with intermediates having the desired stereochemistry, the compounds shown in Table <u>1517</u> were also made:

<u>Table 15+7</u>